

## **GRIFFIN CAPITAL ESSENTIAL ASSET REIT, INC.**

### **NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER**

**Amended and Restated as of December 17, 2019**

#### **PURPOSE AND RESPONSIBILITIES**

The Nominating and Corporate Governance Committee (the “**Committee**”) is intended to assist the Board of Directors (the “**Board**”) of Griffin Capital Essential Asset REIT, Inc. (the “**Company**”) in fulfilling its oversight responsibilities under Maryland law. As such, the Committee shall have four primary responsibilities.

First, the Committee shall be responsible for identifying individuals qualified to serve on the Board, consistent with criteria approved by the Board, and recommending that the Board select a slate of director nominees for election by the stockholders of the Company at the annual meeting of the stockholders of the Company, in accordance with the Company’s articles of amendment and restatement (the “**Charter**”) and Bylaws and with Maryland law.

Second, the Committee shall be responsible for developing and recommending to the Board a set of corporate governance policies and principles to be applicable to the Company. It shall also be the task of the Committee to periodically re-evaluate such policies and guidelines for the purpose of suggesting amendments to them if appropriate.

Third, the Committee shall oversee an annual evaluation of the Board and each of the committees of the Board.

Fourth, the Committee shall be responsible for considering and acting upon any conflicts of interest-related matter as required by the Company’s Charter or otherwise permitted by the Maryland General Corporation Law (the “**MGCL**”) where the exercise of independent judgment by any of the Company’s directors (who is not an independent director) could reasonably be compromised.

#### **COMPOSITION OF THE COMMITTEE**

The membership of the Committee shall consist of two or more directors, each of whom shall be an independent director, qualifying as such under the Charter. Each member of the Committee shall be appointed by the Board on the recommendation of the then current Committee. The chairperson of the Committee shall be designated by the Board or if such designation is not made, the members may designate a chairperson by majority vote of the full Committee. The Board may, at any time, remove one or more directors as members of the Committee and may fill any vacancy on the Committee. Members of the Committee shall be elected annually by the Board and shall hold office until the earlier of (i) the election of their respective successors, (ii) the end of their service as a director of the Company (whether through resignation, removal, expiration of term or death) or (iii) their resignation from the Committee. The Committee may form and delegate authority to subcommittees as appropriate.

## **OPERATIONS OF THE COMMITTEE**

### **Nominating Function**

At least annually, the Committee shall review with the Board the appropriate skills and characteristics required of Board members. The full Board shall remain responsible for selecting nominees and recommending them for election by the stockholders. The Committee is responsible for developing and implementing the screening process necessary to identify qualified candidates. As a part of its screening process, the Committee shall:

- evaluate the qualifications of candidates for the Board, in light of the criteria approved by the Board;
- evaluate a candidate's independence from the Company's management and other principal service providers and the effect of any relationships that might impair independence, e.g., business, financial or family relationships with the Company's management or other service providers; and
- consider candidates proposed by management of the Company, by directors or by stockholders, in accordance with procedures established by the Committee from time to time.

The Committee may determine, from time to time, the advisability of retaining any search firm or consultant to assist in the identification and evaluation of candidates for membership on the Board. The Committee has the sole authority to retain, at Company expense, and terminate any such search firm or consultant, including sole authority to approve the fees to be paid to such firm or consultant and all other retention terms.

On an annual basis, the Committee shall evaluate the membership of the committees of the Board. The Committee shall provide to the full Board the results of its evaluation, together with the Committee's recommendation as to committee membership during the upcoming year, for consideration by the Board in connection with the annual committee appointment process. In the event of a vacancy on any of the committees of the Board, the Committee shall provide its recommendation regarding a replacement committee member to the full Board.

### **Corporate Governance Function**

Simultaneous with the adoption of this charter, the Committee shall, with the assistance of the Company's outside counsel, develop and recommend a set of formal, written guidelines for corporate governance, which shall be presented to the full Board for consideration and adoption.

The Committee shall, from time to time, review the governance structures and procedures of the Company and suggest improvements thereto to the full Board of Directors. Such improvements, if adopted by the full Board, shall be incorporated into the written guidelines.

## **Annual Evaluation Function**

The Committee shall conduct an annual evaluation of its performance. Additionally, the Committee shall oversee an annual evaluation of the Board and each of the other committees of the Board.

## **Conflict Resolution Function**

The Committee shall consider and act upon any conflicts of interest-related matter required by the Company's Charter or otherwise permitted by the MGCL where the exercise of independent judgment by any of the Company's directors (who is not an independent director) could reasonably be compromised.

Among the conflicts of interest-related matters that the Committee is expected to act upon are:

- public offerings of securities;
- property sales;
- property acquisitions;
- transactions involving the Company and any of its Affiliates or any "related person," as such term is defined in Item 404 of Regulation S-K as promulgated by the Securities and Exchange Commission;
- whether and when the Company seeks to list its shares of common stock on a national securities exchange;
- whether and when the Company seeks to sell its properties and liquidate;
- whether and when the Company or its assets are merged, reorganized or otherwise transferred to another entity; and
- whether and when the Company seeks to otherwise create a liquidity event for its stockholders.

For purposes of this charter, "Affiliate" includes any of the following:

- any person directly or indirectly owning, controlling or holding, with power to vote, 10% or more of the outstanding voting securities of such other person;
- any person 10% or more of whose outstanding voting securities are directly or indirectly owned, controlled or held, with power to vote, by such other person;
- any person directly or indirectly controlling, controlled by or under common control with such other person;

- any executive officer, director, trustee or general partner of such other person; and
- any legal entity for which such person acts as an executive officer, director, trustee or general partner.

### **Other Activities**

The Committee shall perform any other activities consistent with this charter, the Company's Charter and Bylaws and governing law as the Board deems appropriate.

### **COMMITTEE MEETINGS**

The Committee shall meet at least two times per year. Other meetings may be held at the discretion of the chairperson of the Committee. Minutes of each of these meetings shall be kept.